

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF OKLAHOMA**

METRO ENERGY GROUP, INC.,

Plaintiff,

v.

Case No. 09-CV-146-KEW

**PINON ENERGY, L.L.C.,
DAVID TAYLOR, Trustee for the benefit
of GASROCK CAPITAL, LLC,
GASROCK CAPITAL, LLC, and
ANDY LENK, Trustee for the benefit of DK
ACQUISITION PARTNERS, L.P., and
VARDE INVESTMENT PARTNERS, L.P.,**

Defendant.

ANSWER

COME NOW defendants David Taylor, Trustee for the benefit of GasRock Capital, L.L.C., GasRock Capital, L.L.C., and Andy Lenk, Trustee for the benefit of DK Acquisition Partners, L.P. and Vardē Investment Company Partners, L.P. (the “Mortgage Holder Defendants”) and for their Answer allege and state as follows:

Answer to First Cause of Action

1. The Mortgage Holder Defendants admit the allegations contained in paragraphs 1, 2, 3 and 6 of the Petition.
2. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 4, 5, 7 and 8 of the Petition, and therefore deny same.

Answer to Second Cause of Action

3. In response to paragraph 9 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 1 through 2 of this Answer as if fully set forth herein.

4. The Mortgage Holder Defendants admit the allegations contained in paragraph 10 of the Petition.

5. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 11A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 11B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

6. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 12 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Third Cause of Action

7. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 13, 15, and 16 of the Petition, and therefore deny same.

8. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 14 of the Petition but deny that the working interest owned is correctly described.

Answer to Fourth Cause of Action

9. In response to paragraph 17 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 7 through 8 of this Answer as if fully set forth herein.

10. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 18 of the Petition but deny that the working interest owned is correctly described.

11. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 19A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 19B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

12. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 20 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Fifth Cause of Action

13. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 21, 23 and 24 of the Petition, and therefore deny same.

14. The Mortgage Holder Defendants admit the allegations in paragraph 22 of the Petition.

Answer to Sixth Cause of Action

15. In response to paragraph 25 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 13 through 14 of this Answer as if fully set forth herein.

16. The Mortgage Holder Defendants admit the allegations contained in paragraph 26 of the Petition.

17. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 27A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 27B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

18. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 28 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Seventh Cause of Action

19. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 29, 31 and 32 of the Petition, and therefore deny same.

20. The Mortgage Holder Defendants admit the allegations in paragraph 30 of the Petition.

Answer to Eighth Cause of Action

21. In response to paragraph 33 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 19 through 20 of this Answer as if fully set forth herein.

22. The Mortgage Holder Defendants admit the allegations contained in paragraph 34 of the Petition.

23. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 35A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 35B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

24. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 36 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Ninth Cause of Action

25. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 37, 39 and 40 of the Petition, and therefore deny same.

26. The Mortgage Holder Defendants admit the allegations in paragraph 38 of the Petition.

Answer to Tenth Cause of Action

27. In response to paragraph 41 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 25 through 26 of this Answer as if fully set forth herein.

28. The Mortgage Holder Defendants admit the allegations contained in paragraph 42 of the Petition.

29. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 43A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 43B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

30. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 44 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Eleventh Cause of Action

31. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 45, 47 and 48 of the Petition, and therefore deny same.

32. The Mortgage Holder Defendants admit the allegations in paragraph 46 of the Petition.

Answer to Twelfth Cause of Action

33. In response to paragraph 49 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 31 through 32 of this Answer as if fully set forth herein.

34. The Mortgage Holder Defendants admit the allegations contained in paragraph 50 of the Petition.

35. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 51A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 51B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

36. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 52 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Thirteenth Cause of Action

37. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 53, 55 and 56 of the Petition, and therefore deny same.

38. The Mortgage Holder Defendants admit the allegations in paragraph 54 of the Petition.

Answer to Fourteenth Cause of Action

39. In response to paragraph 57 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 37 through 38 of this Answer as if fully set forth herein.

40. The Mortgage Holder Defendants admit the allegations contained in paragraph 58 of the Petition.

41. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 59A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 59B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

42. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 60 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Fifteenth Cause of Action

43. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 61, 63 and 64 of the Petition, and therefore deny same.

44. The Mortgage Holder Defendants admit the allegations in paragraph 62 of the Petition.

Answer to Sixteenth Cause of Action

45. In response to paragraph 65 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 43 through 44 of this Answer as if fully set forth herein.

46. The Mortgage Holder Defendants admit the allegations contained in paragraph 66 of the Petition.

47. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 67A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 67B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

48. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 68 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Seventeenth Cause of Action

49. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 69, 71 and 72 of the Petition, and therefore deny same.

50. The Mortgage Holder Defendants admit the allegations in paragraph 70 of the Petition.

Answer to Eighteenth Cause of Action

51. In response to paragraph 73 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 49 through 50 of this Answer as if fully set forth herein.

52. The Mortgage Holder Defendants admit the allegations contained in paragraph 74 of the Petition.

53. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 75A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 75B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

54. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 76 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Nineteenth Cause of Action

55. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 77, 79 and 80 of the Petition, and therefore deny same.

56. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 78 of the Petition but deny that the working interest owned is correctly described.

Answer to Twentieth Cause of Action

57. In response to paragraph 81 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 55 through 56 of this Answer as if fully set forth herein.

58. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 82 of the Petition but deny that the working interest owned is correctly described.

59. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 83A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 83B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

60. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 84 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Twenty-First Cause of Action

61. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 85, 87 and 88 of the Petition, and therefore deny same.

62. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 86 of the Petition but deny that the working interest owned is correctly described.

Answer to Twenty-Second Cause of Action

63. In response to paragraph 89 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 61 through 62 of this Answer as if fully set forth herein.

64. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 90 of the Petition but deny that the working interest owned is correctly described.

65. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 91A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 91B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

66. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 92 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Twenty-Third Cause of Action

67. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 93, 95 and 96 of the Petition, and therefore deny same.

68. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 94 of the Petition but deny that the working interest owned is correctly described.

Answer to Twenty-Fourth Cause of Action

69. In response to paragraph 97 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 67 through 68 of this Answer as if fully set forth herein.

70. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 98 of the Petition but deny that the working interest owned is correctly described.

71. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 99A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 99B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

72. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 100 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Twenty-Fifth Cause of Action

73. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 101, 103 and 104 of the Petition, and therefore deny same.

74. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 102 of the Petition but deny that the working interest owned is correctly described.

Answer to Twenty-Sixth Cause of Action

75. In response to paragraph 105 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 73 through 74 of this Answer as if fully set forth herein.

76. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 106 of the Petition but deny that the working interest owned is correctly described.

77. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 107A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 107B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

78. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 108 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Twenty-Seventh Cause of Action

79. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 109, 111 and 112 of the Petition, and therefore deny same.

80. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 110 of the Petition but deny that the working interest owned is correctly described.

Answer to Twenty-Eighth Cause of Action

81. In response to paragraph 113 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 79 through 80 of this Answer as if fully set forth herein.

82. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 114 of the Petition but deny that the working interest owned is correctly described.

83. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 115A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 115B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

84. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 116 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Twenty-Ninth Cause of Action

85. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 117, 119 and 120 of the Petition, and therefore deny same.

86. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 118 of the Petition but deny that the working interest owned is correctly described.

Answer to Thirtieth Cause of Action

87. In response to paragraph 121 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 85 through 86 of this Answer as if fully set forth herein.

88. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 122 of the Petition but deny that the working interest owned is correctly described.

89. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 123A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 123B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

90. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 124 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Thirty-First Cause of Action

91. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 125, 127 and 128 of the Petition, and therefore deny same.

92. The Mortgage Holder Defendants admit the allegations in paragraph 126 of the Petition.

Answer to Thirty-Second Cause of Action

93. In response to paragraph 129 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 91 through 92 of this Answer as if fully set forth herein.

94. The Mortgage Holder Defendants admit the allegations contained in paragraph 130 of the Petition.

95. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 131A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 131B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

96. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 132 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Thirty-Third Cause of Action

97. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 133, 135 and 136 of the Petition, and therefore deny same.

98. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 134 of the Petition but deny that the working interest owned is correctly described.

Answer to Thirty-Fourth Cause of Action

99. In response to paragraph 137 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 97 through 98 of this Answer as if fully set forth herein.

100. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 138 of the Petition but deny that the working interest owned is correctly described.

101. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 139A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 139B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

102. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 140 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Thirty-Fifth Cause of Action

103. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 141, 143 and 144 of the Petition, and therefore deny same.

104. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 142 of the Petition but deny that the working interest owned is correctly described.

Answer to Thirty-Sixth Cause of Action

105. In response to paragraph 145 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 103 through 104 of this Answer as if fully set forth herein.

106. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 146 of the Petition but deny that the working interest owned is correctly described.

107. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 147A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that

plaintiff filed a lien as alleged in paragraph 147B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

108. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 148 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Thirty-Seventh Cause of Action

109. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 149, 151 and 152 of the Petition, and therefore deny same.

110. The Mortgage Holder Defendants admit the allegations in paragraph 150 of the Petition.

Answer to Thirty-Eighth Cause of Action

111. In response to paragraph 153 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 109 through 110 of this Answer as if fully set forth herein.

112. The Mortgage Holder Defendants admit the allegations contained in paragraph 154 of the Petition.

113. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 155A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 155B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

114. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 156 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Thirty-Ninth Cause of Action

115. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 157, 159 and 160 of the Petition, and therefore deny same.

116. The Mortgage Holder Defendants admit the allegations in paragraph 158 of the Petition.

Answer to Fortieth Cause of Action

117. In response to paragraph 161 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 115 through 116 of this Answer as if fully set forth herein.

118. The Mortgage Holder Defendants admit the allegations contained in paragraph 162 of the Petition.

119. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 163A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 163B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

120. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 164 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Forty-First Cause of Action

121. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 165, 167 and 168 of the Petition, and therefore deny same.

122. The Mortgage Holder Defendants admit the allegations in paragraph 166 of the Petition.

Answer to Forty-Second Cause of Action

123. In response to paragraph 169 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 121 through 122 of this Answer as if fully set forth herein.

124. The Mortgage Holder Defendants admit the allegations contained in paragraph 170 of the Petition.

125. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 171A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 171B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

126. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 172 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Forty-Third Cause of Action

127. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 173, 175 and 176 of the Petition, and therefore deny same.

128. The Mortgage Holder Defendants admit the allegations in paragraph 174 of the Petition.

Answer to Forty-Fourth Cause of Action

129. In response to paragraph 177 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 127 through 128 of this Answer as if fully set forth herein.

130. The Mortgage Holder Defendants admit the allegations contained in paragraph 178 of the Petition.

131. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 179A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 179B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

132. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 180 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Forty-Fifth Cause of Action

133. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 181, 183 and 184 of the Petition, and therefore deny same.

134. The Mortgage Holder Defendants admit the allegations in paragraph 182 of the Petition.

Answer to Forty-Sixth Cause of Action

135. In response to paragraph 185 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 133 through 134 of this Answer as if fully set forth herein.

136. The Mortgage Holder Defendants admit the allegations contained in paragraph 186 of the Petition.

137. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 187A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 187B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

138. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 188 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Forty-Seventh Cause of Action

139. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 189, 191 and 192 of the Petition, and therefore deny same.

140. The Mortgage Holder Defendants admit the allegations in paragraph 190 of the Petition.

Answer to Forty-Eighth Cause of Action

141. In response to paragraph 193 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 139 through 140 of this Answer as if fully set forth herein.

142. The Mortgage Holder Defendants admit the allegations contained in paragraph 194 of the Petition.

143. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 195A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 195B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

144. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 196 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Forty-Ninth Cause of Action

145. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 197, 199 and 200 of the Petition, and therefore deny same.

146. The Mortgage Holder Defendants admit the allegations in paragraph 198 of the Petition.

Answer to Fiftieth Cause of Action

147. In response to paragraph 201 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 145 through 146 of this Answer as if fully set forth herein.

148. The Mortgage Holder Defendants admit the allegations contained in paragraph 202 of the Petition.

149. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 203A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 203B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

150. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 204 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Fifty-First Cause of Action

151. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 205, 207 and 208 of the Petition, and therefore deny same.

152. The Mortgage Holder Defendants admit the allegations in paragraph 206 of the Petition.

Answer to Fifty-Second Cause of Action

153. In response to paragraph 209 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 151 through 152 of this Answer as if fully set forth herein.

154. The Mortgage Holder Defendants admit the allegations contained in paragraph 210 of the Petition.

155. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 211A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 211B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

156. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 212 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Fifty-Third Cause of Action

157. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 213, 215 and 216 of the Petition, and therefore deny same.

158. The Mortgage Holder Defendants admit the allegations in paragraph 214 of the Petition.

Answer to Fifty-Fourth Cause of Action

159. In response to paragraph 217 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 157 through 158 of this Answer as if fully set forth herein.

160. The Mortgage Holder Defendants admit the allegations contained in paragraph 218 of the Petition.

161. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 219A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 219B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

162. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 220 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Fifty-Fifth Cause of Action

163. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 221, 223 and 224 of the Petition, and therefore deny same.

164. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 222 of the Petition but deny that the working interest owned is correctly described.

Answer to Fifty-Sixth Cause of Action

165. In response to paragraph 225 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 163 through 164 of this Answer as if fully set forth herein.

166. The Mortgage Holder Defendants admit that defendant Pinon Energy, L.L.C. ("Pinon") owns an interest in the well described in paragraph 226 of the Petition but deny that the working interest owned is correctly described.

167. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 227A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that

plaintiff filed a lien as alleged in paragraph 227B of the Petition, but are without knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

168. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 228 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Answer to Fifty-Seventh Cause of Action

169. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraphs 229, 231 and 232 of the Petition, and therefore deny same.

170. The Mortgage Holder Defendants admit the allegations in paragraph 230 of the Petition.

Answer to Fifty-Eighth Cause of Action

171. In response to paragraph 233 of the Petition, the Mortgage Holder Defendants incorporate paragraphs 169 through 170 of this Answer as if fully set forth herein.

172. The Mortgage Holder Defendants admit the allegations contained in paragraph 234 of the Petition.

173. The Mortgage Holder Defendants are without knowledge or information sufficient to admit or deny the allegations contained in paragraph 235A of the Petition and therefore deny same. The Mortgage Holder Defendants admit that plaintiff filed a lien as alleged in paragraph 235B of the Petition, but are without

knowledge or information sufficient to admit or deny the validity of said lien and therefore deny same.

174. The Mortgage Holder Defendants admit they claim an interest in the property covered by plaintiff's claimed lien as alleged in paragraph 236 of the Petition, but deny that such interests are junior, inferior or subject to plaintiff's lien.

Additional Answers to All Causes of Action

175. The Mortgage Holder Defendants deny that plaintiff is entitled to any relief as against them.

176. The Mortgage Holder Defendants deny any allegations in the Complaint not specifically admitted.

Affirmative Defenses

1. The Complaint fails to state a claim upon which relief may be granted.
2. Upon information and belief, the Purchase and Sale Agreement pursuant to which Pinon acquired the working interests from plaintiff on which plaintiff now claims a lien was consummated (the "Closing") when Pinon executed a note (the "Pinon Note") in the amount of \$4,000,000 in favor of plaintiff and granted a mortgage (the "Pinon Mortgage") to plaintiff on the working interests acquired to secure that note. The Pinon Mortgage was filed in the records of Okfusgee County, State of Oklahoma on January 10, 2008 at Book 1030, Page 207. The Mortgage Holder Defendants are entitled to priority over plaintiff's lien by reason of the Assignment of Notes, Liens, Security Interests, and Other Rights (the "Assignment") by plaintiff pursuant to which plaintiff

assigned the Pinon Note and Pinon Mortgage to David Taylor, Trustee for the benefit of GasRock Capital, L.L.C. The Assignment was filed in the records of Okfuskee County, State of Oklahoma on June 9, 2008 at Book 1140, Page 472.

3. One or more wells in which plaintiff claims a lien on Pinon's working interest(s) were not drilled until after the Closing and for that additional reason the Mortgage Holder Defendants are entitled to priority over plaintiff's lien.

4. Plaintiff is estopped from asserting priority over the Mortgage Holder Defendants.

Respectfully submitted,

/s/ John N. Hermes

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GASROCK CAPITAL, L.L.C.;
AND ANDY LENK, TRUSTEE FOR DK
ACQUISITION PARTNERS, L.P. AND
VARDE INVESTMENT PARTNERS, L.P.**

CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of April, 2009, I electronically transmitted the attached document to the Clerk of Court using the ECF System for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants:

I also hereby certify that on this 22nd day of April, 2009, I served the attached document by mailing same, postage prepaid, to the following, who is not a registered participant of the ECF System:

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/s/ John N. Hermes
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